

03-04-2002



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TRADEMARKS

SHEET

Commissioner of Patents and Trademarks
Box ASSIGNMENTS
Fee
2900 Crystal Drive
Arlington, VA 22202-3513

Please record the attached original document or copy thereof.

1. Name of conveying party(ies): *2-7-02*

Canned Foods, Inc., a California corporation



2. Name and address of receiving party(ies):

Grocery Outlet Inc., a California corporation
2000 Fifth Street
Berkeley, California 94710

02-07-2002

U.S. Patent & TMO/TM Mail Rcpt Dt. #01

3. Nature of conveyance:

Change of Name
Executed on September 5, 2001

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

76/314,254

CERTIFICATION UNDER 37 CFR 1.10

I hereby certify that this paper and the documents referred to as being attached or enclosed herewith are being deposited with the United States Postal Service on February 7, 2002 in an "Express Mail Post Office to Addressee" envelope, Mailing Label No. EL871108020US addressed to: Box ASSIGNMENTS, Fee, Commissioner for Trademarks, 2900 Crystal Drive, Arlington, Virginia 22202-3513, by Suzanne Magee.

Suzanne Magee

03/01/2002 LNUJELLER 00000096 76314254

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TRADEMARK
REEL: 002451 FRAME: 0789

5. Name and address of party to whom correspondence concerning document should be mailed:

Jennifer L. Lefere
Tonkon Torp LLP
1600 Pioneer Tower
888 SW Fifth Avenue
Portland, OR 97204-2099

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 3.41):

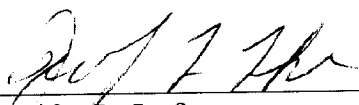
\$40.00 (Enclosed)

8. Deposit account number:

N/A

9. Statement and signature:

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

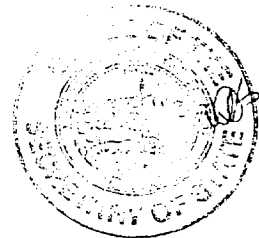
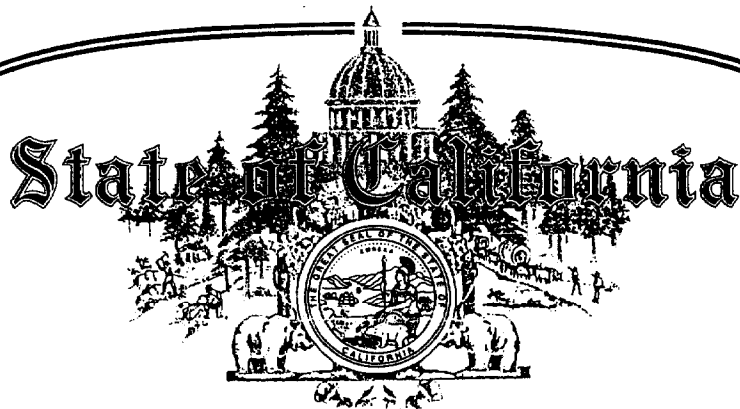


Jennifer L. Lefere

Dated: February 7, 2002

Total number of pages including cover sheet, attachments, and document: 4

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SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

SEP 13 2001

Bill Jones

Secretary of State

SEP 10 2001

BILL JONES, Secretary of State

**CERTIFICATE OF AMENDMENT
OF
RESTATED ARTICLES OF INCORPORATION
OF
CANNED FOODS, INC.**

James Patitucci and Michael Ward hereby certify that:

1. They are the President and Secretary respectively of Canned Foods, Inc., a California corporation.

2. The Restated Articles of Incorporation of this Corporation are amended so that Article I thereof shall read in full as follows:

ARTICLE I

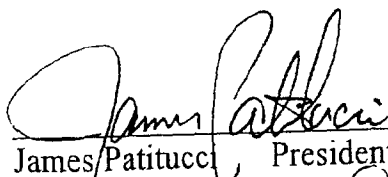
The name of the corporation is Grocery Outlet Inc.

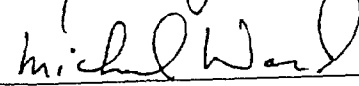
3. The foregoing amendment of the Restated Articles of Incorporation has been duly approved by the Board of Directors.

4. The foregoing amendment of the Restated Articles of Incorporation has been duly approved by the shareholders of the Corporation in accordance with Sections 902 and 903 of the California Corporations Code. The total number of outstanding shares of the Corporation is 6,513 shares of common stock. The number of shares of common stock voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50% of the outstanding shares of common stock.

The undersigned further declare under penalty of perjury under the laws of the State of California that the matters set forth in the foregoing certificate are true and correct of their own knowledge.

Date: 9/5, 2001


James Patitucci President


Michael Ward Secretary

